

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING CORPORATION,)	
)	
)	
Plaintiff,)	
)	No. 05-
v.)	
)	
LIBERATION INVESTMENTS, L.P.,)	
LIBERATION INVESTMENTS, LTD.,)	
LIBERATION INVESTMENT GROUP LLC)	
and EMANUEL R. PEARLMAN,)	
)	
Defendants.)	

PLAINTIFF'S MOTION FOR A TEMPORARY RESTRAINING ORDER
(NOTICE PROVIDED)

For the reasons stated in the Memorandum in Support of Plaintiff's Motion for Temporary Restraining Order, plaintiff Bally Total Fitness Holding Corporation ("Bally"), by its attorneys, hereby moves for a temporary restraining order (with notice having been given to Defendants).

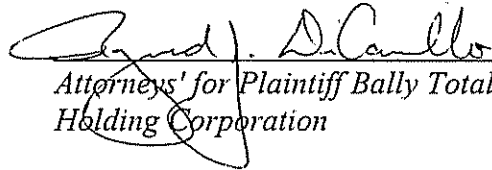
WHEREFORE, Bally respectfully requests that this Court enter a temporary restraining order that:

- (i) Prohibits Defendants from representing to Bally's shareholders that the stockholder proposal (the "Stockholder Proposal") Defendants intend to submit for discussion at Bally's upcoming annual meeting of stockholders is valid;
- (ii) Prohibits Defendants from soliciting proxies and shareholder support for the Stockholder Proposal;

- (iii) Prohibits the Defendants from distributing false and misleading information to Bally's shareholders regarding the Stockholder Proposal;
- (iv) Requires Defendants to issue corrective disclosures; and
- (v) Grants Bally such other relief as the Court deems just and appropriate under the circumstances, including attorneys' fees.

Date: December 5, 2005

Respectfully submitted,


*Attorneys' for Plaintiff Bally Total Fitness
Holding Corporation*

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-and-

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CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of December 2005, a true and correct copy of the attached document was caused to be served on the following parties in the manner indicated:

VIA HAND DELIVERY

LIBERATION INVESTMENTS GROUP LLC
c/o The Corporation Trust Company (its registered agent)
Corporate Trust Center
1209 Orange Street
Wilmington, DE 19801

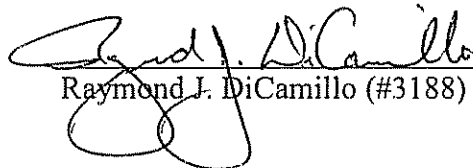
LIBERATION INVESTMENTS, L.P.
c/o The Corporation Trust Company (its registered agent)
Corporate Trust Center
1209 Orange Street
Wilmington, DE 19801

STEPHEN E. JENKINS, ESQ.
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222 Delaware Avenue
Wilmington, DE 19899

VIA FEDERAL EXPRESS

LIBERATION INVESTMENTS, LTD.
11766 Wilshire Blvd., Suite 870
Los Angeles, CA 90025

EMANUEL R. PEARLMAN
677 Alma Real Drive
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Raymond J. DiCamillo (#3188)